

Exhibit C

AMALGAMATED BANK
BOARD OF DIRECTORS RESOLUTIONS

DECEMBER 8, 2008

RESOLVED, that the Bank is hereby authorized to amend Article SIXTH of its Organization Certificate so that such Article SIXTH, as amended, shall read in its entirety as follows:

SIXTH. That the number of director shall be not less than seven (7) nor more than twenty-one (21). Such directors shall be classified into three classes, of as nearly equal number as possible. The initial designation of directors among the classes (to be known as Class I, Class II, and Class III, respectively) shall be made by a resolution of the stockholders. The initial terms of Class I directors shall expire at the 2010 annual meeting of the Corporation, and every third year thereafter; the initial terms of Class II directors shall expire at the 2011 annual meeting of the Corporation, and every third year thereafter, and the initial terms of the Class III directors shall expire at the 2012 annual meeting of the Corporation, and every third year thereafter.

RESOLVED, that the Bank is hereby authorized to amend its Organization Certificate to add a new Article SEVENTH and that such Article SEVENTH shall read in its entirety as follows:

SEVENTH. That any amendment to this Organization Certificate shall require the affirmative vote of holders of seventy-five percent (75%) of all outstanding shares of said corporation entitled to vote.

RESOLVED, that the Bank is hereby authorized to amend its Organization Certificate to add a new Article EIGHTH and that such Article EIGHTH shall read in its entirety as follows:

EIGHTH. That any amendment to the Bylaws of said corporation shall require the affirmative vote of holders of seventy-five percent (75%) of all outstanding shares of said corporation entitled to vote.

RESOLVED, that the Bank is hereby authorized to amend its Organization Certificate to add a new Article NINTH and that such Article NINTH shall read in its entirety as follows:

NINTH. That any Significant Transaction (as defined below) involving the corporation shall require the approval of holders of seventy-five percent (75%) of all outstanding shares of said corporation entitled to vote. "Significant Transaction" shall mean (i) the sale, exchange, lease, mortgage or transfer of all or substantially all of the assets of the corporation or a merger or consolidation of the corporation with or into any other company or other business entity, (ii) the winding up or other dissolution of the corporation, (iii) the incurrence (whether by guarantee or otherwise) of any indebtedness for borrowed money other than in the ordinary course of business, except for indebtedness existing on the date hereof; or the lending of any money to any person or entity, other than in the ordinary course of business, and (iv) the entry into any transaction with an affiliate of the corporation.

RESOLVED, that the Bylaws be amended and restated to conform with the amendments to the Organization Certificate set out above, and to make any further changes incidental thereto;

RESOLVED, that the Bylaws be amended and restated to provide for a Nominating Committee of the Board of Directors, with the sole and exclusive power to nominate candidates for election to the Board of Directors;

RESOLVED, that the Bylaws be amended and restated to provide that special meetings of stockholders shall be called when requested by holders of not less than two-thirds (2/3) of the of the outstanding shares of the Bank;

RESOLVED, that the Bylaws be amended and restated to require that any further amendment to the Bylaws shall require the affirmative vote of holders of seventy-five percent (75%) of all outstanding shares of the Bank.

RESOLVED, that the initial membership of the Nominating Committee shall consist of Bruce Raynor, John Wilhelm, Mark Fleischman, Edgar Romney and Noel Beasley, each to hold office until his successor is appointed and shall have qualified and that this resolution shall not be effective unless and until the Nominating Committee has been authorized by the affirmative vote of the shareholders of the Bank.

RESOLVED, that the Bank is hereby authorized, empowered and directed to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Bank or otherwise as any authorized officer of the Bank may deem necessary or desirable to effectuate or carry out fully the purpose and intent of these resolutions, including the filing of any documents as may be necessary or appropriate to obtain the consent of the New York State Superintendent of Banks to amend the Bank's Organization Certificate as provided in the foregoing resolutions, and that all such acts, deeds, and things that have been previously done or performed in furtherance of these resolutions and all such agreements, undertakings, documents, instruments or certificates that have been previously made, executed or delivered in furtherance of these resolutions are, in each such case, hereby ratified and approved.